



INDIA NIPPON ELECTRICALS LIMITED

(All Correspondence to be addressed to Registered Office)

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29 August 2016

The Manager-Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot no C 1,
G Block, IFB Centre, Bandra Kurla Complex,
Bandra (East), Mumbai 400051
Fax: (22) 26598237/26598238
Scrip: **INDNIPPON**

BSE Ltd
Phiroze Jee Jee Towers
Dalal Street,
Mumbai 400001
Fax: (22) 22721072/22722061
Scrip: **532240**

Dear Sir(s)/ Madam,

Sub: Summary of proceedings of Annual General meeting (AGM) and intimation of voting results at the 31st AGM of the company held on 27th August 2016 in terms of Regulation 30 and 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref.: Our letters dated 28th May 2016 and 27th July 2016.

- (i) We wish to inform you that the shareholders of the Company at the 31st Annual General Meeting (AGM) held on 27th August 2016 approved all the items of business as detailed in the Notice convening the said AGM.
- (ii) All the resolutions were passed by the shareholders with requisite majority.
- (iii) In this connection, we enclose the following:
 - Summary of proceedings of AGM as **Annexure-1**
 - Results of voting through electronic means and physical ballot as **Annexure-2**; and
 - Scrutinizer's Report on remote e-voting and poll process as **Annexure-3**.
- (iv) The said results declared by the Chairman and the report submitted by the Scrutinizer are also uploaded on the Company's website and are also advised to the Depository viz., National Securities Depository Ltd., to publish the same on their website.

This is for your reference and records please.

Thanking you
Yours sincerely
For India Nippon Electricals Ltd

S SAMPATH
Company Secretary

Encl.: As above



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**Summary of proceedings of the 31st Annual General meeting**

The 31st Annual General Meeting (AGM) of the members of India Nippon Electricals Limited (the Company) was held on Saturday the 27th August 2016 at 10:35 AM at Satguru Gnanananda Hall (Naradha Gana Sabha), 314, TTK Road, Chennai-600018.

Shri T K Balaji, the Chairman of the company took the Chair. The Chairman introduced the directors on the dais. The requisite quorum being present, the Chairman called the meeting to order. 914 members were present at the meeting and there were no proxies.

Notice of the AGM was taken as read as the same had been available with the shareholders for sometime. The Chairman informed the members that both the Statutory Auditors report and Secretarial Auditors report were free from any qualification/ observation or other remarks and hence were taken as read. Thereafter, the Chairman's Speech was delivered at the meeting.

The following items of business, as per the Notice of 31st AGM were transacted:

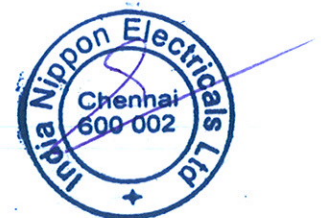
S no.	Subject matter of Resolution	Type of Resolution	Mode of Voting	Results of Voting
Ordinary Business:				
1.	Adoption of audited financial statements for the year ended 31 st March 2016 and the Directors' and Auditors' report.	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
2.	Declaration of Dividend for the year 2015-16	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
3.	To ratify the appointment of Auditors, M/s Brahmayya & Co., Chennai	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
4.	Election of Mr T Momose as Director, liable for retirement by rotation	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
Special Business				
5.	Appointment of Mr Mukesh Kumar Somani as a Director not liable for retirement by rotation	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
6.	Ratification of the remuneration of Mr K Suryanarayanan, the Cost Auditor for the year 2016-17	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority

Clarifications were provided to the queried raised by the shareholders.

The Chairman informed the members that the company in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, had provided the members the facility to cast their vote electronically from 24th Aug 2016 at 9:00 AM to 26th August 2016 upto 5:00 PM and that there will be no voting by show of hands at the meeting. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting through ballot papers.

The Board of Directors appointed Mr S Ananthanarayan, Practising Company Secretary, as the Scrutinizer to supervise the remote e-voting and ballot voting process. The Chairman informed the members that the consolidated results of e-voting and ballot voting would be announced within 48 hours and also intimated to the stock exchanges and posted on the website of the company.

The Chairman thereafter thanked the members present and declared the meeting as closed. The meeting concluded at 11:50 A.M.



Results of voting through electronic means and physical ballot.

Date of the AGM	27 th August 2016
Total number of shareholders on cut off date	7762
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	912
No. of Shareholders attended the meeting through Video Conferencing	Nil
Promoters and Promoter Group:	
Public	

Resolution 1	Adoption of audited accounts for the year ended 31 st March 2016 and the Directors' and Auditors' report
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6) = [(4)/(2)] * 100	% of Votes against on votes casted (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-Voting		5,188,666	69.10	5,188,666	-	100.00	-
	Poll		2,320,500	30.90	2,320,500	-	100.00	-
	Total	7,509,166	7,509,166	100.00	7,509,166	-	100.00	-
Public- Institutions	E-Voting		35,000	79.55	35,000	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	44,000	35,000	79.55	35,000	-	100.00	-
Public- Non Institutions	E-Voting		209,088	5.56	209,088	-	100.00	-
	Poll		11,596	0.31	11,596	-	100.00	-
	Total	3,757,546	220,684	5.87	220,684	-	100.00	-
Total		11,310,712	7,764,850	68.65	7,764,850	-	100.00	-

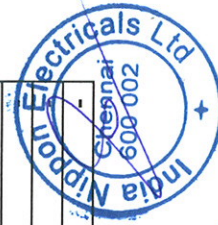


Resolution 2	Declaration of Dividend for the year 2015-16
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5,188,666	69.10	5,188,666	-	100.00	-
	Poll		2,320,500	30.90	2,320,500	-	100.00	-
	Total	7,509,166	7,509,166	100.00	7,509,166	-	100.00	-
Public-Institutions	E-Voting		35,000	79.55	35,000	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	44,000	35,000	79.55	35,000	-	100.00	-
Public- Non Institutions	E-Voting		209,088	5.56	209,088	-	100.00	-
	Poll		11,596	0.31	11,596	-	100.00	-
	Total	3,757,546	220,684	5.87	220,684	-	100.00	-
Total		11,310,712	7,764,850	68.65	7,764,850	-	100.00	-

Resolution 3	To ratify the appointment of Auditors, Ms.Brahmayya & Co., Chennai
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5,188,666	69.10	5,188,666	-	100.00	-
	Poll		2,320,500	30.90	2,320,500	-	100.00	-
	Total	7,509,166	7,509,166	100.00	7,509,166	-	100.00	-
Public-Institutions	E-Voting		35,000	79.55	35,000	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	44,000	35,000	79.55	35,000	-	100.00	-
Public- Non Institutions	E-Voting		209,088	5.56	209,088	-	100.00	-
	Poll		11,596	0.31	11,596	-	100.00	-
	Total	3,757,546	220,684	5.87	220,684	-	100.00	-
Total		11,310,712	7,764,850	68.65	7,764,850	-	100.00	-



Resolution 4	Election of Mr. T. Momose as Director, liable for retirement by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		51,88,666	69.10	51,88,666	-	100.00	-
	Poll		23,20,500	30.90	23,20,500	-	100.00	-
	Total	75,09,166	75,09,166	100.00	75,09,166	-	100.00	-
Public- Institutions	E-Voting		35,000	79.55	35,000	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	44,000	35,000	79.55	35,000	-	100.00	-
Public- Non Institutions	E-Voting		2,09,088	5.56	2,09,088	-	100.00	-
	Poll		11,596	0.31	11,596	-	100.00	-
	Total	37,57,546	2,20,684	5.87	2,20,684	-	100.00	-
Total		113,10,712	77,64,850	68.65	77,64,850	-	100.00	-

Resolution 5	Appointment of Mr. Mukesh Kumar Somani as a Director not liable for retirement by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		51,88,666	69.10	51,88,666	-	100.00	-
	Poll		23,20,500	30.90	23,20,500	-	100.00	-
	Total	75,09,166	75,09,166	100.00	75,09,166	-	100.00	-
Public- Institutions	E-Voting		35,000	79.55	35,000	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	44,000	35,000	79.55	35,000	-	100.00	-
Public- Non Institutions	E-Voting		2,09,088	5.56	2,09,088	-	100.00	-
	Poll		11,596	0.31	11,596	-	100.00	-
	Total	37,57,546	2,20,684	5.87	2,20,684	-	100.00	-
Total		113,10,712	77,64,850	68.65	77,64,850	-	100.00	-



Resolution 6	Ratification of the remuneration of Mr.Suryanarayanan, the Cost Auditor for the year 2016-17.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda /	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5,188,666	69.10	5,188,666	-	100.00	-
	Poll		2,320,500	30.90	2,320,500	-	100.00	-
	Total	7,509,166	7,509,166	100.00	7,509,166	-	100.00	-
Public- Institutions	E-Voting		35,000	79.55	35,000	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	44,000	35,000	79.55	35,000	-	100.00	-
Public- Non Institutions	E-Voting		209,088	5.56	209,019	69	99.97	0.03
	Poll		11,596	0.31	11,596	-	100.00	-
	Total	3,757,546	220,684	5.87	220,615	69	99.97	0.03
Total		11,310,712	7,764,850	68.65	7,764,781	69	99.99	0.01



S. ANANTHANARAYAN, B.Com., (Hons), FCS
Company Secretary

27th August, 2016

THE CHAIRMAN OF
INDIA NIPPON ELECTRICALS LIMITED,
Aalim Center,
82, Dr. Radhakrishnan Salai,
CHENNAI 600 004

Dear Sir,

Sub: Submission of Scrutinizer's Report for Electronic voting under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015(LODR)

I thank you for appointing me as the scrutinizer to scrutinize the process of e-voting for the resolutions as set out in the Notice dated 28th May, 2016 calling for the Annual General Meeting(AGM) on 27th August, 2016 in a fair and transparent manner.

The e-voting was open to the members to cast their votes for three days from 9.00 am on 24th August, 2016 to 5.00 PM on 26th August, 2016.

I hereby submit my report as detailed below:

1. National Securities Depository Limited (NSDL) was selected by the Company to provide the e-voting platform.
2. The notice calling for Annual General Meeting of the Company was sent to 7762 shareholders holding shares as on 22nd July, 2016 in the following manner:
 - a. Despatch of physical copies of the notice for AGM was completed on 27th July, 2016 to 3367 shareholders (including shareholders whose shares were lying in unclaimed suspense account of the company) through registered parcel and who have not provided any email address;
 - b. Soft copy of the notice was sent to 3379 shareholder by NSDL through email on 27th July, 2016;



- c. Soft copy as well as physical copy of the notice were sent to 1016 shareholders residing in Chennai through email by NSDL and by speed post respectively on 27th July, 2016; and
 - d. Physical copy of the notice was sent to 9 shareholders through registered post in respect of whom the email sent by NSDL were returned undelivered.
3. The shareholders holding shares as on 20th August, 2016, the cutoff date, were eligible to vote for the resolutions listed in the notice
 4. The Notice sent to the shareholders was also submitted to the stock exchange where the Company's shares are listed on 27th July, 2016.
 5. The Company has published an advertisement on 29th July, 2016 in "Business Standard", an English newspaper and "Dinamani", a Tamil newspaper circulating in Chennai, where the registered office of the Company is situated, about having sent the AGM Notice and also specifying therein the matters prescribed in the Rule with regard to e-voting.
 6. I have counted the votes cast physically after the end of the AGM, and then unblocked the votes cast electronically in the presence of two witnesses not in the employment of the Company and have prepared this report.
 7. The shareholding stated in the electronic ballot was matched/confirmed with the Register of Members/ List of Beneficial owners as on the cutoff date.
 8. The particulars of all the electronic votes cast by the members of the Company have been recorded by me electronically in a separate register maintained for the purpose.
 9. I have confirmed that:
 - (a) No voting rights were exercised in respect of 13127 equity shares lying in India Nippon Electricals Limited Unclaimed Suspense Account in terms of LODR
 - (b) No member who had exercised their vote through E- Voting facility participated in the ballot process at the AGM.



A handwritten signature in blue ink, consisting of a stylized 'G' followed by a series of loops and a horizontal line.

10. A summary of thee-voting is given below:

Particulars	Number of shareholders/ ballots	Number of shares/ votes
Total shareholders/votes	7762	1,13,10,712

Resolution		Assent (For)		Dissent (Against)	
Number	Nature	Number of votes	Percentage	Number of votes	Percentage
1	Ordinary	77,64,850	100	0	0
2	Ordinary	77,64,850	100	0	0
3	Ordinary	77,64,850	100	0	0
4	Ordinary	77,64,850	100	0	0
5	Ordinary	77,64,850	100	0	0
6	Ordinary	77,64,781	99.99	69	0.01

11. Hence all resolutions are deemed to be duly passed with requisite majority on the date of the AGM, namely 27th August, 2016.

12. You may accordingly declare the result of the electronic voting.

Thanking you.

Yours faithfully,


S. Ananthanarayan

Scrutinizer

